

## **Terms and conditions related to the re-appointment of Mr. Girish Chandra Chaturvedi**

- **Term of Re-Appointment**

- a) As an Independent Director of the Bank for a period of three years effective July 1, 2021, subject to the approval of Members.
- b) As a Non-Executive (part-time) Chairman of the Bank for a period of three years effective July 1, 2021, subject to the approval of Members and RBI.

- **Remuneration**

- a) Entitled to gross amount of ₹ 3,500,000/- per annum as remuneration subject to the approval of Members and RBI.
- b) Entitled to sitting fee of ₹ 100,000/- for attending each meeting of the Board of Directors & Risk Committee and ₹ 50,000/- for attending each meeting of Board Governance, Remuneration and Nomination Committee.
- c) Entitled to reimbursement of expenses for participation in Board/Committee meetings.
- d) Entitled to maintenance of a Chairman's office at the Bank's expense, free use of Bank's car for official purposes, bearing of expenses by the Bank for travel on official visits and participation in various forums (both in India and abroad) as Chairman of the Bank and bearing of travel/halting/other expenses & allowances by the Bank for attending to his duties as Chairman of the Bank.

- **Provision for Directors and Officers insurance**

As an Independent Director covered under Directors' and Officers' Liability Insurance Policy procured by the Bank.

- **Code of Conduct**

The Bank has a Group Code of Business Conduct and Ethics which prescribes the professional and ethical standards that needs to be adhered to by all directors/employees. An independent director has to also abide by the provisions of Schedule IV-Code for independent directors of the Companies Act, 2013.

- **List of actions that a director should not do while functioning as such in the Company**

RBI has laid down guidelines for Dos' and Don'ts for directors that need to be adhered to.

The other conditions of re-appointment are as prescribed by the Banking Regulation Act, RBI Regulations/circulars, the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other provisions as may be applicable from time to time.